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UNITED STATES DISTRICT COURT
CENTRAL DISTRICT OF CALIFORNIA

FOURTH AGE LIMITED, et al.,

Plaintiffs,

v.

WARNER BROS. DIGITAL
DISTRIBUTION, INC., et al.,

Defendants.

WARNER BROS. DIGITAL
DISTRIBUTION, INC., et al.,

Counterclaim Plaintiffs,

v.

FOURTH AGE LIMITED, et al.,

Counterclaim Defendants.

Case No. CV 12-09912 ABC (SHx)

Hon. Audrey B. Collins
Hon. Stephen J. Hillman

DISCOVERY MATTER

**REDACTED SUPPLEMENTAL
DECLARATION OF
RACHEL VALADEZ IN
SUPPORT OF SUPPLEMENTAL
MEMORANDUM RE: MOTION
FOR PROTECTIVE ORDER
MAINTAINING
CONFIDENTIALITY OF
PORTIONS OF TRANSCRIPT OF
DEPOSITION OF PRISCILLA
TOLKIEN**

**[Unredacted Exhibits D and E filed
provisionally under seal]**

**[Supplemental Memorandum filed
concurrently herewith]**

Hearing Date: June 30, 2014

Hearing Time: 2:00 p.m.

Hearing Place: Ctrm. 550, Roybal
Building

Discovery Cut-Off: April 15, 2014

Action Filed: November 19, 2012

Trial, Pretrial Conf., and Motion

Cutoff: Vacated

DECLARATION OF RACHEL VALADEZ

I, Rachel Valadez, declare:

1. I am an attorney duly licensed to practice in all of the courts of the State of California and I am associated with the firm Greenberg Glusker Fields Claman & Machtinger LLP, attorneys of record for Fourth Age Limited, Priscilla Mary Anne Reuel Tolkien, as Trustee of the Tolkien Trust, the J.R.R. Tolkien Estate Limited, Harper Collins Publishers, Ltd., Unwin Hyman, Ltd. and George Allen & Unwin (Publishers), Ltd. (the "Tolkien/HC Parties") herein. The facts set forth herein are of my own personal knowledge and if sworn I could and would testify competently thereto under oath.

2. In their respective document productions in this case, defendants and counterclaim plaintiffs Warner Bros. Digital Distribution, Inc., Warner Bros. Home Entertainment, Inc., Warner Bros. Consumer Products, Inc., Warner Bros. Interactive Entertainment, Inc., and New Line Productions, Inc. ("Warner") and The Saul Zaentz Company ("Zaentz") have each designated the 2010 "Hobbit Binding Term Sheet" and the 2010 "Revocation and Regrant Agreement" as "Confidential" under the terms of the parties' Stipulated Protective Order, entered on June 4, 2013 (the "Protective Order").

3. In their document productions in this case, Warner has designated an October 12, 2010 letter from Bonnie Eskenazi, counsel for the Tolkien Parties, to Mark Helm, counsel for Warner, as "Confidential" under the Protective Order (WARNER0003880), and Zaentz has designated this document as "Highly Confidential Attorneys' Eyes Only" (SZC0057347).

4. In its production, Zaentz has designated a November 12, 1998 letter from Cathleen Blackburn, counsel for the Tolkien Parties, to Laurie Battle, Director of Licensing at Zaentz, as "Confidential" under the Protective Order (SZC0016630).

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5. In their document productions, Warner and Zaentz have designated an August 4, 2000 memorandum from Cathleen Blackburn to Al Bendich as “Confidential” under the Protective Order (WARNER0055301, SZC0033150).

6. In its production, Zaentz has designated an email from Ian Pare at Silicon Magic to Cathleen Blackburn regarding mobile games as “Confidential” under the Protective Order (SZC0009687). Warner did not produce a copy of this document.

7. Attached hereto as Exhibit “D” are true and correct copies of excerpts from the certified copy of the deposition transcript of former Warner executive, Benjamin Zinkin, taken in this action, which Warner has designated as “Confidential” under the Protective Order.

8. Attached hereto as Exhibit “E” are true and correct copies of excerpts from the certified copy of the deposition transcript of former Zaentz employee, Laurie Battle, taken in this action, which Zaentz has designated as “Confidential” under the Protective Order.

9. If the Court would like copies of the documents referenced in paragraphs 2 through 6 above, the Tolkien/HC Parties would be happy to provide them.

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed this 16th day of June, 2014 at Los Angeles, California.

/s/ Rachel Valadez

Rachel Valadez